

89 (Pacific) Royal Canadian Air Cadet Squadron Support Association Bylaws

ARTICLE I MEMBERSHIP AND ATTENDANCE AT MEETINGS

Section 1. Membership shall be open on application to:

- (a) All parent and/or guardians of Cadet members of the 89 (Pacific) Squadron
- (b) Any person who has reached the age of 19 (Nine teen) years with an expressed desire to assist the 89 (Pacific) Squadron through the Society, upon recommendation of the Membership and elections Committee of the Society.

Section 2. Honourary Life Membership:

- (a) The Board may, from time to time, bestow an Honourary Life Membership on any deserving person, and such person shall have the same rights and privileges as any other member of the Association.

Section 3. A Member is no longer in good standing and membership ceases when:

- (a) The Member resigns from the Society by giving notice in writing to the Corresponding Secretary.
- (b) The Member has failed to pay, after due notification, dues or fees that from time to time will be fixed by unanimous vote of the Board.
- (c) The Member is expelled, for cause, from the Society by a resolution of 75% (seventy-five percent) of the Members of the Society passed in a General Meeting called for that purpose.

Section 4. Attendance at Meetings:

- (a) Other interested persons may attend meetings and otherwise participate in Society activities, but may not vote, and may not hold office.

ARTICLE II FISCAL YEAR

Section 1. The Fiscal Year of this Society shall be from September 1st to August 31 of any given year.

ARTICLE III OFFICERS AND THEIR ELECTION

Section 1. The Executive Officers shall be:

The President, Vice-President, Treasurer, Deputy Treasurer, Recording Secretary, Corresponding Secretary, and Immediate Past President.

Section 2. Elections shall be held at the Annual General Meeting to be called on or before 28 February in each year.

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Section 3. Election shall be by secret ballot, except when there is only one nominee, at which time the vote shall be a voice vote.

Section 4. No person shall hold the same office for more than 4 (four) consecutive years, except with the general consent of the Voting Membership.

Section 5. Vacancies, which may occur from time to time, shall be filled by recommendation of the Executive until such time as the next Annual Election.

Section 6. A Member of the Society, in good standing, who is not present, may allow their name to stand for election, providing they have informed the Membership and Elections Committee of their intent and a nominator and seconder are present on their behalf at the Annual Election.

ARTICLE IV DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. The President shall:

- Preside at all meetings;
- Supervise all Society activities;
- Be ex-officio Member of all committees except the Membership and Elections Committee;
- Call Executive meetings when needed; and,
- Be Chair of the Sponsoring Committee.

The Vice-President shall:

- Preside at meetings in the absence of the President or at the President's request;
- Assume any or all of the duties of the President in the event that the current President should tender resignation or be unable to fulfill the duties of the office.

The Treasurer shall:

- Collect monies and pay accounts at the direction of the Executive;
- Prepare and submit to the Membership a yearly budget;
- Account for all monies received and paid out on a monthly basis;
- Submit accounts for an annual financial review and, if required,
- Submit the accounts for audit;
- Prepare all financial reports required to be filed

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The Deputy Treasurer shall:

- Assist the Treasurer in all the above mentioned duties; and,
- Be present at meetings to report to the Executive in the absence of the Treasurer.

The Recording Secretary shall:

- Keep minutes of Board meetings and meetings of the Society;
- Record the number of Members attending any meeting, as well as the total attendance;
- See that the minutes of any previous meetings are in the hands of the Board or the Membership with adequate time for perusal prior to subsequent and relevant meetings.

The Corresponding Secretary shall:

- Conduct the correspondence of the Society, at the direction of the President and the Board.

The Immediate Past President shall:

- Assist and aid the current President and the Board in areas of precedence and general knowledge of protocol and procedure pertaining to the Society and 89 (Pacific) Squadron.

Section 2.

DIRECTORS

The duties of the various appointed or elected Directors shall be as outlined at the time of their acceptance of office. In any given year, this Directorship may vary as dictated by the needs of the Society, as ascertained by the Executive.

The Directorships will, in general, consist of the following to be elected:

Capital Assets

Ways and Means

Membership and Elections

Social Activities

Redress of Grievance

Communications and Public Relations

Archives and History

Canteen

Telephone Liaison

Directors at Large

Section 3.

OTHER APPOINTED AND LIAISON POSITIONS

800 (Pacific) Wing R.C.A.F.A. Association Liaison

89 (Pacific) R.C.A.C.S. Liaison Officer

Trustee(s) Permanent Trust Fund

ARTICLE V MEETINGS

Section 1. The Annual General Meeting of the Society shall be held in the City of Victoria, British Columbia, on such a date on or before 28 February in each year as the Directors shall by resolution determine. There shall be regular monthly Board meetings held in each month, except those months during the summer determined by the Executive to be “stand-down” months. All other meetings of Members, whether general or special, may be convened on the direction of the President or by order of the Directors, at place and time as they may determine. Notice of the time and place of all meetings and the general nature of the business to be transacted shall be communicated in any manner permitted by these Bylaws to each Member at least 14 (Fourteen) days before the holding of the meeting, provided always and subject to the provisions of the Society Act that meetings of Members, either general or special, may be held at any time and place within the area above designated with fewer than fourteen days’ notice if all of the Members waive notice of general and special meetings by unanimous consent in writing.

Section 2. Quorum
A Quorum for the transaction of the business at any meetings of Members shall consist of not fewer than 7 (Seven) Members present in person.

Section 3. Voting
Every Member in good standing shall be entitled to 1 (One) vote.

ARTICLE VI DIRECTORS AND OFFICERS –
APPOINTMENT, REMOVAL AND REMUNERATION

Section 1. The affairs of the Society shall be managed by a Board of not fewer than 13 (thirteen) Officers and Directors. The Board may exercise all such powers and do all such acts and things that may be exercised and done by the Society or by law expressly directed or required to be done at a meeting of the Members or otherwise to fulfill the purposes and policies of the Society.

Section 2. The Board shall have and exercise all the powers of the Society as fully and completely as the Society could in General Meeting, subject always to the provisions of the Society Act.

Section 3. If any Member of the Board shall resign office, or without reasonable excuse absent themselves from 3 (three) or more Board Meetings or be suspended or expelled from the Society, the Board shall declare that office vacated and may appoint a successor to hold office until the next Annual General Meeting.

Section 4. A majority of the Board shall form a quorum for the transaction of business. The Board may hold its meetings at such places within the

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jurisdiction aforesaid as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Officers and Directors are present or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called by the President or the Vice-President or by the Recording Secretary on the direction, in writing, of 2 (two) Board members. Notice of such meeting shall be delivered, telephoned or faxed to each Board Member not less than 1 (one) day before the meeting is to take place. The statement of the Recording Secretary or the President that notice has been given pursuant to this Section shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a time and day or days in any month and no notice of such a regular meeting need be sent. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the Society. Board members may consider or transact any business either special or general at any meeting of the Board.

- Section 5. Board Members shall continue in officer until their respective successors are duly elected, appointed or otherwise designated in accordance with the Constitution and Bylaws.
- Section 6. Board Members shall receive no remuneration for acting as such.
- Section 7. Subject to the Society Act, a member of the Society shall be deemed to assume office on the express understanding, agreement and condition that every Officer and Director of the Society and their heirs, executors and administrators and Estate and effects respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever with such Officer or Director sustains, incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against said Officer or Director for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by them or any other Officer or Director in or about the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are by occasion by their own wilful neglect or default.
- Section 8. The Board may from time to time appoint such Officers and Agents and authorize the employment of such other persons as they may deem necessary to carry out the objectives of the Society, and such Officers Agents and Employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- Section 9. Any person may hold more than 1 (One) office, except the President and Vice-President. Each Officer and Director may be elected specifically for their designated office or, should the Society so desire, by special

resolution prior to election, the Board may be elected as Directors only, and once elected, the Board shall choose from its number the President and Vice-President and the President shall thereafter designate the office to be held by the remaining elected Officers and Directors. The Past-President shall be the person who was the President in the year prior to the election of the new President and shall sit as an Officer without further election.

- Section 10. The Director(s) shall be assigned responsibilities and duties from time to time by the President, at the President's direction or at the direction of the Board.
- Section 11. The duties of all Officers and Directors of the Society shall be such as the terms of their engagement call for or the Board requires of them or as provided in the Bylaws.
- Section 12. Any Officer or Director may be removed from office by the Board at any time with cause and all agents and employees shall be subject to removal from office or employment by the Board at any time with or without cause and with or without notice to the person so removed.

ARTICLE VII DEEDS – TRANSFERS – LICENCES – CONTRACTS – ENGAGEMENTS

- Section 1. Deeds, transfers, licences, contracts and engagements on behalf of the Society shall be signed by either the President or Vice-President and by the Corresponding Secretary, and the Corresponding Secretary shall affix the Seal of the Society to such instruments as require the same. Without limiting the generality of the foregoing, the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity, or as Trustee or otherwise and may accept in the name and on behalf of the Society, transfers of shares, bonds or other securities from time to time transferred to the Society and may affix the Common Seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the Common Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books, on any Company or Corporation. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the President, Vice-President, Treasurer, Deputy Treasurer or any person or persons from time to time authorized by the Board.
- Section 2. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, Agent or Agents of the Society and in such manner as shall from time to time be determined by resolution of the Board, and any other such Officers or Agents may alone endorse

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notes and drafts for collection on account of the Society through its Bankers and endorse notes and cheques for deposit with the Society's Bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the Bankers of the Society by using the Society's rubber stamp for the purpose. Anyone of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Society's Bankers and may receive all pay cheques and vouchers and sign all the bank forms or settlement of balances and release or verification slips.

ARTICLE VII EXERCISE OF BORROWING POWERS

The Board may borrow, or raise, or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures, stock, or any mortgage, charge or other security on the undertaking of the whole or any part of present or future property both real and personal of the Society; provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by 75% (seventy-five percent) majority of the Members of the Society present and entitled to vote at a regular or special meeting, and provided that each Member of the Society shall be given 14 (fourteen) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting. No debenture shall be issued without the sanction of a special resolution.

ARTICLE IX AUDITS OF ACCOUNTS

- Section 1.
- (a) The Members may, at an Annual General Meeting, appoint an Auditor or Auditors to hold office until the next Annual General Meeting. If an appointment of Auditor(s) is not made at an Annual General Meeting, or the Annual General Meeting is not held, the Board may appoint an auditor for the Society for the current fiscal year and fix the remuneration to be paid to such Auditor by the Society for services
 - (b) The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors may act.
 - (c) A Director, Officer or any employee of the Society, and any person who is a partner or in the employment of any aforesaid, should not be appointed as Auditor of the Society; provided that the Society may, by unanimous vote of all Members present that the Society may, by unanimous vote of all Members present and entitled to vote at the Annual General Meeting, appoint as auditor a Director, Officer or Employee of the Society or any such person as aforesaid.

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Section 2. The Auditor, if appointed, shall make a report to the Members of the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at the Annual General Meeting. Every Auditor of the Society shall have a right of access at all times to all records documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the duties of Auditor.

ARTICLE X FUNDS AND FUNDRAISING

- Section 1. (a) All funds received by the Society shall be deposited in a local Bank, Credit Union or Trust Company as may be approved by resolution of the Board from time to time.
- (a) The fundraising, administration and reporting of all funds shall conform to the criteria established by the Air Cadet League of Canada, British Columbia Committee, and any fundraising activities of 89 (Pacific) Squadron or the Society must be presented to, and receive the prior approval of, the Board.
- (b) The Society shall attempt the raise funds with reasonable involvement of the Cadets of 89 (Pacific) Squadron, notwithstanding that the same Cadets, as direct beneficiaries of said fundraising, should be made aware that the funds must be raised and that the Cadet program is dependent upon such fundraising.

ARTICLE XI USE OF THE SEAL

- Section 1. (a) The Board may adopt a seal which shall be the Common Seal of the Society.
- (a) The Common Seal of the Society shall be under the control of the Board, and the responsibility for its custody and use from time to time shall be determined by the Board.

ARTICLE XII ALTERATION OF CONSTITUTION OR BYLAWS

Section 1. The Constitution or Bylaws of the Society shall not be altered or added to except by a special resolution of the Society. For all purposes of the Society, "Special Resolution" shall mean a resolution passed by a majority of 75% (seventy-five percent) of such Members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given at least 14 (fourteen) days prior to the said meeting.

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ARTICLE XIII PREPARATION AND CUSTODY OF MINUTES AND BOOKS OF ACCOUNT

- Section 1. (a) The Recording Secretary, or some other Officer designated by Board, shall maintain and have charge of the minute books of the Society and shall record, or cause to be recorded therein, minutes of proceedings of all meetings of all Members and the Board.
- (a) The Recording Secretary, or other Officers designated by the Board with that duty, shall keep, or cause to be kept, a book or books wherein shall be kept properly recorded:
- (i) A copy of the Constitution and any special resolutions altering or adding to the same, and a copy of the Bylaws of the Society and any resolutions altering or adding thereto;
 - (ii) Copies of originals of all documents, registers and resolutions as required by the law;
 - (iii) All sums of money received and expended by this Society and the matters in respect of which the receipt and expenditures take place;
 - (iv) All revenues and purchases by the Society;
 - (v) All assets and liabilities of the Society; and,
 - (vi) All other transactions affecting the financial positions of the Society.
- Section 2. The Books of Account of the Society shall be kept at such place as may be determined by resolution of the Board, but in any event, within the area of operations of the 89 (Pacific) Squadron and shall, at all times, be open to inspection by the Directors or Officers.

ARTICLE XIV INSPECTION AND DISPOSAL OF RECORDS AND FILES

- Section 1. The Board shall from time to time determine whether, and to what extent and to what times and places, and under what conditions or regulations, the Accounts and Books of the Society or any of them shall be opened to the inspection of Members not being Directors or Officers.
- Section 2. No Member (not being an Officer or Director) shall have any right of inspecting any account, book, file or document of the Society except as conferred by the law or authorized by the Board or by resolution of the Members, whether previous notice thereof has been given or not.
- Section 3. All Officers and Directors shall keep, or cause to be kept, records of their activities for future reference. The President shall be sent a copy of all

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correspondence pertaining to Society business.

Section 4. In order to maintain continuity of records, within one month of election, resignation, or change of office, all files and records relating to that office will be turned over to the immediate successor to said office.

ARTICLE XV AUTHORITY ON PROCEDURE

Section 1. Robert's Rules of Order Revised and Robert's Parliamentary Law shall apply on all questions of procedure not specified in the Constitution and Bylaws.

ARTICLE XVI LIAISON WITH ASSOCIATED ORGANIZATIONS

Section 1. The Society shall participate, to the greatest extent possible, in all activities of the Air Cadet League of Canada, British Columbia Committee and shall maintain good communication with that Society's Officers and Committees.

Section 2. The Society shall, at all times, foster good relations and cooperation with The Royal Canadian Air Force Association No. 800 (Pacific) Wing, maintaining communications with that Society's Officers and Committees with a view to their participation in, and aid to, this Society.

Section 3.

- (a) The Society shall at all times maintain good communications with the Staff of 89 (Pacific) Squadron. Communication between the two bodies shall be through the President, for the Society, and the Commanding Officer, for the Squadron.
- (b) The above-mentioned line of communication shall only be varied under circumstances agreed to by the President and/or the Commanding Officer.